

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

RECEIVED

JUL 13 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In re Applications of) MM DOCKET No. 88-275
)
FLAGSTAFF BROADCASTING FOUNDATION) File No. BPH-860707NQ
)
FLAGSTAFF BROADCASTING PARTNERSHIP) File No. BPH-860707OC
)
For A Construction Permit for a New FM)
Station in Flagstaff, Arizona)

To: The Commission

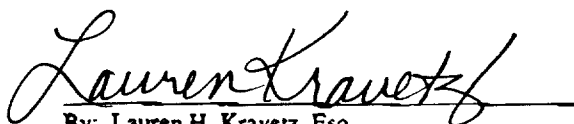
AMENDMENT TO
JOINT REQUEST FOR APPROVAL OF UNIVERSAL SETTLEMENT

Flagstaff Broadcasting Partnership ("FBP") and Flagstaff Broadcasting Foundation ("Foundation"), by their counsel, hereby amend their pending request for approval of a universal settlement in this matter. This amendment is filed for the purpose of submitting an amendment to the Universal Settlement Agreement, which is Exhibit A to the pending request.

WHEREFORE, FBP and Foundation respectfully and jointly request that the Commission approve the settlement as proposed.

Respectfully submitted,

FLAGSTAFF BROADCASTING PARTNERSHIP



By: Lauren H. Kravetz, Esq.
Powell, Goldstein, Frazer & Murphy LLP
1001 Pennsylvania Avenue, N.W.
Sixth Floor
Washington, D.C. 20004
(202) 624-7283

Its Attorney

FLAGSTAFF BROADCASTING FOUNDATION



By: Steve Bachmann, Esq.
51420 Hunters Crossing Court
Granger, IN 46530-8856
(219) 674-0718

Its Attorney

::ODMA\PCDOCS\WSH\87433\1

No. of Copies rec'd
List ABCDE

04/15

EXHIBIT A

POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

ATTORNEYS AT LAW

www.pgfm.com

PLEASE RESPOND: Washington Address

Sixteenth Floor
191 Peachtree Street, N.E.
Atlanta, Georgia 30303
404 572-6600
Facsimile 404 572-6999

Sixth Floor
1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
202 347-0066
Facsimile 202 624-7222

July 7, 1998

Mr. John Low
President
Rocket Radio Corp.
P.O. Box 1488
Sedona, AZ 86339

Steve Bachmann, Esq.
51420 Hunters Crossing Court
Granger, IN 46530-8856

Re: Amendment of Universal Settlement Agreement in Flagstaff FM Proceeding

Dear Messrs. Low and Bachmann:

Pursuant to our recent discussions, this letter sets forth amendments to the Universal Settlement Agreement that was filed with the FCC in the Flagstaff FM proceeding on January 30, 1998.

1. Section III of the Agreement is amended by adding the following sentence: "Rocket Radio and Foundation agree that Rocket Radio's obligation to implement this programming commitment is subject to the reasonable needs of the new FM station as determined by the permittee or licensee."
2. Section IV, Paragraph A is amended to read as follows: "If the FCC does not approve the Joint Request and/or grant the CP to Rocket Radio, or if the FCC fails to act within six (6) months of the filing of the Amendments to this Agreement , . . .
3. Section IV, Paragraph C is amended by changing the last sentence of the paragraph to read as follows: "In this instance, FBP and Foundation shall (1) have the right to request that the FCC rescind grant of the CP to Rocket Radio, and (2) within five (5) days, come to an agreement whereby these two parties will request that the FCC grant the CP to one of them in exchange for payment from the other, and (3) file such amended request with the FCC."
4. A new paragraph G is added to Section V:

G. Special Covenant of FBP and Foundation. FBP and Foundation each agree that, beginning with the effective date of this amendment and continuing for two (2) years from the date that the new FM station begins program tests, it will not engage in a business in direct competition with Rocket Radio in the Flagstaff, Arizona radio market.

POWELL GOLDSTEIN, FRAZER & MURPHY

Messrs. Low and Bachmann

July 7, 1998

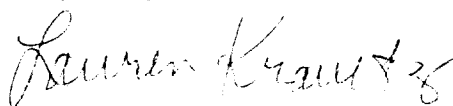
Page 2

For purposes of this amended Agreement, "direct competition" means either (1) ownership of an attributable interest (pursuant to the FCC's multiple ownership rules) in another radio station licensed to Flagstaff or Sedona, or (2) providing services, directly or indirectly through another entity, to another radio station licensed to either Flagstaff or Sedona.

As soon as I receive signatures of the parties to these amendments, I will file them with the FCC, along with necessary amendments to the FBP application to substitute Rocket Radio and provide an engineering proposal.

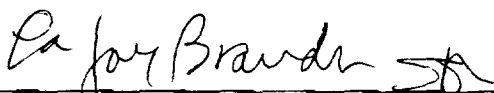
Please do not hesitate to contact me if you have any questions regarding this matter.

Very truly yours,


Lauren H. Kravetz

Agreed:

FLAGSTAFF BROADCASTING FOUNDATION


By: La Jay Brandon
Title: President

7.8.98
Date

ROCKET RADIO CORP.

By:
Title:

Date

FLAGSTAFF BROADCASTING PARTNERSHIP

By: Bradley S. Walpole
Title: General Partner

Date

\\ODMA\PCDOCS\WSH\87362\1

Messrs. Low and Bachmann

July 7, 1998

Page 2

For purposes of this amended Agreement, "direct competition" means either (1) ownership of an attributable interest (pursuant to the FCC's multiple ownership rules) in another radio station licensed to Flagstaff or Sedona, or (2) providing services, directly or indirectly through another entity, to another radio station licensed to either Flagstaff or Sedona.

As soon as I receive signatures of the parties to these amendments, I will file them with the FCC, along with necessary amendments to the FBP application to substitute Rocket Radio and provide an engineering proposal.

Please do not hesitate to contact me if you have any questions regarding this matter.

Very truly yours,


Lauren H. Kravetz

Agreed:

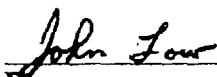
FLAGSTAFF BROADCASTING FOUNDATION

By: _____

Title: _____

Date _____

ROCKET RADIO CORP.


By: _____

Title: *PRESIDENT. AMENDMENT IN NO WAY CHANGES OR ALTERS
SECTION IV B UNACCEPTABLE CONDITIONS ON CP. JL*

7-8-98
Date _____

FLAGSTAFF BROADCASTING PARTNERSHIP

By: **Bradley S. Walpole**

Title: **General Partner**


Date _____

or Sedona, or (2) providing services, directly or indirectly through another entity, to another radio station licensed to either Flagstaff or Sedona.

As soon as I receive signatures of the parties to these amendments, I will file them with the FCC, along with necessary amendments to the FBP application to substitute Rocket Radio and provide an engineering proposal.

Please do not hesitate to contact me if you have any questions regarding this matter.

Very truly yours,



Lauren H. Kravetz

Agreed:

FLAGSTAFF BROADCASTING FOUNDATION

By:
Title:

Date

ROCKET RADIO CORP.

By:
Title:

Date

FLAGSTAFF BROADCASTING PARTNERSHIP

 7/9/98

By: Bradley S. Walpole
Title: General Partner

Date

CERTIFICATE OF SERVICE

I, Diane Baxtrom, a secretary in the law firm of Powell, Goldstein, Frazer & Murphy LLP, hereby certify that, on July 13, 1998, a true and correct copy of the attached Joint Request for Approval of Universal Settlement, filed by Flagstaff Broadcasting Partnership and Flagstaff Broadcasting Foundation, was sent to the following parties as indicated below:

By First Class U.S. Mail, Postage Prepaid:

Steve Bachmann, Esq.
51420 Hunter's Crossing Court
Granger, IN 46530-8856

Attorney for Flagstaff Broadcasting Foundation

By Hand Delivery:

Hon. Arthur I. Steinberg
Administrative Law Judge
Federal Communications Commission
2000 L Street, N.W.
Room 229
Washington, D.C. 20554

John I. Riffer, Esq.
Office of the General Counsel
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

James Shook
Mass Media Bureau
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

7/13/98
Date

Diane Baxtrom
Diane Baxtrom